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**Exempt Organization Business Income Tax Return** (and proxy tax under section 6033(e))

For calendar year 2011 or other tax year beginning 07/01, 2011, and ending 06/30, 2012. See separate instructions.

A  Check box if address changed

Name of organization (  Check box if name changed and see instructions )

D Employer identification number (Employees' trust, see instructions)

B Exempt under section  
 501(C)(3)  220(e)  
 408(e)  530(a)  
 408A  529(a)

Print or Type

SUSAN & LEONARD FEINSTEIN FOUNDATION

Number, street, and room or suite no. If a P O box, see instructions

11-3131761

C/O BED BATH & BEYOND- 2 JERICHO PLAZA

E Unrelated business activity codes (See instructions)

City or town, state, and ZIP code

JERICHO, NY 11753

525990

C Book value of all assets at end of year

63,515,779.

F Group exemption number (See instructions) ▶

G Check organization type  501(c) corporation  501(c) trust  401(a) trust  Other trust

H Describe the organization's primary unrelated business activity ▶ INVESTMENT IN PASS-THROUGH ENTITIES

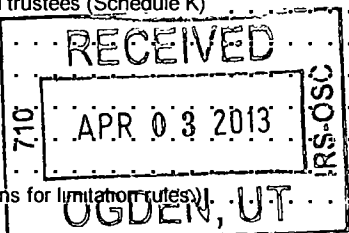
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidary controlled group?  Yes  No  
If "Yes," enter the name and identifying number of the parent corporation ▶

J The books are in care of ▶ L. FEINSTEIN C/O BED BATH&BEY Telephone number ▶ 516-822-3254

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance ▶	1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit Subtract line 2 from line 1c	3		
4a	Capital gain net income (attach Schedule D)	4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from partnerships and S corporations (attach statement)	5	-1,051.	ATCH 1
6	Partner income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See instructions, attach schedule)	12		
13	Total. Combine lines 3 through 12	13	-1,051.	-1,051.

**Part II Deductions Not Taken Elsewhere** (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)	14		
15	Salaries and wages	15		
16	Repairs and maintenance	16		
17	Bad debts	17		
18	Interest (attach schedule)	18		
19	Taxes and licenses	19		
20	Charitable contributions (See instructions for limitation rules)	20		
21	Depreciation (attach Form 4562)	21		
22	Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23	Depletion	23		
24	Contributions to deferred compensation plans	24		
25	Employee benefit programs	25		
26	Excess exempt expenses (Schedule I)	26		
27	Excess readership costs (Schedule J)	27		
28	Other deductions (attach schedule)	28		
29	Total deductions. Add lines 14 through 28	29		
30	Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13	30		-1,051.
31	Net operating loss deduction (limited to the amount on line 30)	31		
32	Unrelated business taxable income before specific deduction Subtract line 31 from line 30	32		-1,051.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33		1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32.	34		-1,051.



SCANNED APR 04 2013

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation Controlled group members (sections 1561 and 1563) check here [ ] See instructions and
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
(1)\$ (2)\$ (3)\$
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750)
(2) Additional 3% tax (not more than \$100,000)
c Income tax on the amount on line 34
35c
36 Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 34 from [ ] Tax rate schedule or [ ] Schedule D (Form 1041)
36
37 Proxy tax. See instructions
37
38 Alternative minimum tax
38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.
39

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116)
40a
b Other credits (see instructions)
40b
c General business credit Attach Form 3800 (see instructions)
40c
d Credit for prior year minimum tax (attach Form 8801 or 8827)
40d
e Total credits. Add lines 40a through 40d
40e
41 Subtract line 40e from line 39
41
42 Other taxes Check if from [ ] Form 4255 [ ] Form 8611 [ ] Form 8697 [ ] Form 8866 [ ] Other (attach schedule)
42
43 Total tax. Add lines 41 and 42
43
44a Payments A 2010 overpayment credited to 2011
44a 30,513
b 2011 estimated tax payments
44b
c Tax deposited with Form 8868
44c
d Foreign organizations Tax paid or withheld at source (see instructions)
44d
e Backup withholding (see instructions)
44e
f Credit for small employer health insurance premiums (Attach Form 8941)
44f
g Other credits and payments [ ] Form 2439 [ ] Form 4136 [ ] Other Total
44g
45 Total payments. Add lines 44a through 44g
45 30,513
46 Estimated tax penalty (see instructions) Check if Form 2220 is attached
46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed
47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
48 30,513
49 Enter the amount of line 48 you want Credited to 2012 estimated tax
49 30,513 Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here
Yes No X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?
Yes No X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year
1
2 Purchases
2
3 Cost of labor
3
4a Additional section 263A costs (attach schedule)
4a
b Other costs (attach schedule)
4b
5 Total. Add lines 1 through 4b
5
6 Inventory at end of year
6
7 Cost of goods sold. Subtract line 6 from line 5 Enter here and in Part I, line 2.
7
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?
Yes No X

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here Signature of officer Leonard Feinstein Date 3/14/13 Title President
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name David Eisig, CPA Preparer's signature Date 3/7/13 Check [ ] if self-employed PTIN P00537048
Firm's name DAVID EISIG, CPA Firm's EIN 20-2375711
Firm's address 99 WEST HAWTHORNE AVE., SUITE 400 Phone no 516-593-7700
VALLEY STREAM, NY 11580

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, 3(a) Deductions directly connected with the income. Rows (1) through (4) and Total.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes Totals row.

Total dividends-received deductions included in column 8.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income, 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes Totals row.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

Table with 5 columns: 1. Description of income, 2. Amount of income, 3. Deductions directly connected, 4. Set-asides, 5. Total deductions and set-asides. Includes rows (1)-(4) and a Totals row.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

Table with 7 columns: 1. Description of exploited activity, 2. Gross unrelated business income, 3. Expenses directly connected, 4. Net income (loss), 5. Gross income from activity, 6. Expenses attributable, 7. Excess exempt expenses. Includes rows (1)-(4) and a Totals row.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes rows (1)-(4) and a Total row.

**SCHEDULE D  
(Form 1120)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
▶ See separate instructions.

OMB No 1545-0123

**2011**

Name: **SUSAN & LEONARD FEINSTEIN FOUNDATION** Employer identification number: **11-3131761**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares of Z Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) (Subtract (e) from (d))
<b>1</b> ATTACHMENT 1			-3,234.		-3,234.

<b>2</b> Short-term capital gain from installment sales from Form 6252, line 26 or 37	<b>2</b>	
<b>3</b> Short-term gain or (loss) from like-kind exchanges from Form 8824	<b>3</b>	
<b>4</b> Unused capital loss carryover (attach computation)	<b>4</b>	( )
<b>5</b> Net short-term capital gain or (loss) Combine lines 1 through 4	<b>5</b>	-3,234.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

<b>6</b> ATTACHMENT 2					
			-15,048.		-15,048.

<b>7</b> Enter gain from Form 4797, line 7 or 9	<b>7</b>	
<b>8</b> Long-term capital gain from installment sales from Form 6252, line 26 or 37	<b>8</b>	
<b>9</b> Long-term gain or (loss) from like-kind exchanges from Form 8824	<b>9</b>	
<b>10</b> Capital gain distributions (see instructions)	<b>10</b>	
<b>11</b> Net long-term capital gain or (loss) Combine lines 6 through 10	<b>11</b>	-15,048.

**Part III Summary of Parts I and II**

<b>12</b> Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11)	<b>12</b>	
<b>13</b> Net capital gain Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5)	<b>13</b>	
<b>14</b> Add lines 12 and 13 Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	<b>14</b>	

**Note** If losses exceed gains, see **Capital losses** in the instructions

For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule D (Form 1120) (2011)

SUSAN & LEONARD FEINSTEIN FOUNDATION  
 Schedule D Detail of Short-term Capital Gains and Losses

11-3131761

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
FROM LONE JUNIPER	VARIOUS	VARIOUS	-2,611.		-2,611.
FROM ARCLIGHT ENERGY PARTNERS	VARIOUS	VARIOUS	-623.		-623.
<b>Totals</b>			<b>-3,234.</b>		<b>-3,234.</b>





FEDERAL FOOTNOTES

FEDERAL NOL: TAX YEAR =====	NOL =====	USED IN PY =====	USED IN CY =====	CARRYOVER =====
6/30/2010	(41,247)	27,883		(13,364)
6/30/2012	(1,051)			(1,051)

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

TIFF PARTNERS II, LLC	-8,374.
GS PRIVATE EQUITY PARTNERS 2000	6,993.
LONE JUNIPER, L.P.	-1,602.
TIFF PARTNERS IV, LLC	2,921.
TIFF PARTNERS V, LLC	3,784.
ARCLIGHT ENERGY PARTNERS	10,443.
NEW CENTURY HOLDINGS XI, LP	-1,086.
CERBERUS INSTITUTIONAL	-122.
MURRAY HILL PROPERTIES	-14,008.
	<hr/>
INCOME (LOSS) FROM PARTNERSHIPS	<u>-1,051.</u>

# Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
  - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	SUSAN & LEONARD FEINSTEIN FOUNDATION	<input checked="" type="checkbox"/>	11-3131761
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)	
	C/O BED BATH & BEYOND- 2 JERICHO PLAZA	<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions			
JERICHO, NY 11753			

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

The books are in the care of L. FEINSTEIN C/O BED BATH&BEYON

Telephone No 516 822-3254 FAX No 516 822-4020

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

calendar year 20 \_\_\_\_ or

tax year beginning 07/01, 20 11, and ending 06/30, 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	30,513.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	30,513.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form 8868 (Rev. 1-2012)